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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' EIGHTY-FIFTH OMNIBUS
OBJECTION TO CLAIMS (ADR NO
LIABILITY CLAIMS)**

**Response Deadline:
June 16, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: June 30, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the "**Debtors**," and as reorganized pursuant to the Plan,
8 the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I
9 submit this Declaration in support of the Reorganized Debtors' *Eighty-Fifth Omnibus Objection to*
10 *Claims (ADR No Liability Claims)* (the "**Omnibus Objection**"),¹ filed contemporaneously herewith.

11 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
12 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
13 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
14 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
15 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
16 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
17 operations, financing arrangements, business affairs, and books and records. Except as otherwise
18 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
19 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
20 discussions with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors
21 and counsel, and my review of relevant documents and information prepared by the Reorganized
22 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
23 am authorized to submit this declaration on behalf of the Reorganized Debtors.

24 3. The AlixPartners team under my supervision has been actively and intimately involved
25 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
26 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objection.

1 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
2 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
3 of filed claims based on those schedules and books and records. AlixPartners has developed and
4 maintains a claims reconciliation database and various data management applications that are used by
5 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
6 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
7 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
8 resolve disputed claims, including by formal objections as necessary.

9 4. As part of the claims review and reconciliation process described above, the AlixPartners
10 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
11 of filed Proofs of Claim for which the Reorganized Debtors are not liable because the Claimants did not
12 comply with the ADR Procedures Order. Accordingly, these claims should be disallowed and expunged.

13 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically
14 identified in Exhibit 1 to the Omnibus Objection, in the column headed "Claims To Be Disallowed and
15 Expunged," and referred to in the Omnibus Objections as "ADR No Liability Claims." Exhibit 1
16 to each Omnibus Objection was prepared by the AlixPartners team under my overall
17 supervision, and I am familiar with both documents, their contents, and the process under which they
18 were prepared.

19 6. The holders of the ADR No Liability Claims have "fail[ed] to comply with the General
20 ADR Procedures, negotiate in good faith, or cooperate as may be necessary to effectuate the General
21 ADR Procedures," and thus do not meet the requirements of Section IV.E of the ADR Procedures Order,
22 in one of three ways:

23 a. No Response to Information Request. The Reorganized Debtors sent each of
24 these Claimants an Information Request Form in accordance with the General Claims Information
25 Procedures, in order to acquire certain limited and targeted information necessary to allow the
26 Reorganized Debtors to evaluate the Claims for potential resolution. In accordance with the ADR
27 Procedures Order, the Information Request Form was required to be returned by no later than twenty-
28 eight (28) days after the mailing (whether by email or standard mail) (the "**Information Deadline**"). In

1 the event a Claimant failed to return the Information Request Form by the Information Deadline, the
2 Reorganized Debtors sent such Claimant an information reminder (the “**Information Reminder**”). The
3 Information Reminder provided the Claimant with an additional fourteen (14) days from the date the
4 Information Reminder is sent to return the Information Request Form (the “**Reminder Deadline**”). The
5 Reorganized Debtors did not receive any responses by the Information Deadline or the Reminder
6 Deadline with respect to any of the Claims identified on **Exhibit 1** hereto. Because the Claimants did
7 not respond to the Information Request Form, the Reorganized Debtors were unable to determine any
8 basis for liability on these Claims.

9 b. No Response to Offer Exchange. The Reorganized Debtors sent each of these
10 Claimants a Settlement Offer pursuant to the Offer Procedures. In accordance with the ADR Procedures
11 Order, the response to the Settlement Offer must be received by the Reorganized Debtors no later than
12 twenty-one (21) days after the mailing of the Offer Notice (the “**Settlement Response Deadline**”). In
13 the event a Claimant failed to return the Settlement Offer Response Form by the Settlement Response
14 Deadline, the Reorganized Debtors sent such Claimant an offer reminder (the “**Offer Notice**
15 **Reminder**”). The Offer Notice Reminder provided the Claimant with an additional fourteen (14) days
16 from the date the Offer Notice Reminder is sent to return the Settlement Offer Response Form (the
17 “**Offer Reminder Deadline**”). The Reorganized Debtors did not receive any responses, either through
18 acceptance or counteroffer, by the Offer Reminder Deadline to any of the Claims identified on
19 **Exhibit 1** hereto.

20 c. Failure to Appear at Mediation. The Reorganized Debtors scheduled mediations
21 pursuant to the General Mediation Procedures after properly serving Claimants with notice of the
22 mediation. The Claimant identified on **Exhibit 1** hereto failed to appear at the mediation.

23 7. For the reasons outlined above, the Reorganized Debtors are permitted to seek
24 disallowance of the Claims on account of the Claimants’ failure to comply with the ADR Procedures.

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1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
2 correct to the best of my knowledge, information, and belief. Executed this twentieth day of May, 2021.

3 /s/ Robb McWilliams

4 Robb McWilliams